

HELM-PACIFIC LEASING

505 Sansome Street, Suite 1800 • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO. 21797D FILED

February 2, 2007

FEB 08 '07 -11 08 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Partial Termination of Master Lease Agreement dated as of December 4, 2006 for the Termination of Schedule No. 1 dated as of September 2, 1997 ("**Partial Termination**") by Helm-Pacific Leasing

Dear Mr. Williams:

On behalf of Helm-Pacific Leasing, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Three (3) fully-executed originals of the above-referenced Partial Termination.

In connection with the recording of the Termination, please note the following information:

Name and Address of Lessor: Helm-Pacific Leasing
c/o Helm Pacific Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111

Name and Address of Lessee: Union Pacific Railroad Company
1400 Douglas Street
Omaha, NE 68179-0001

Equipment: 98 Boxcars
CHTT 758000-758101

Please record this Partial Termination of Master Lease Agreement as a supplemental agreement to STB Recordation No. 21797-A filed on November 20, 1998 at 10.28 AM. The filing fee of \$34.00 is included in our enclosed check.

Summary: Partial Termination of Master Lease Agreement dated as of December 4, 2006 by Helm-Pacific Leasing for 98 boxcars; CHTT 758000-758101, to be filed as a supplemental agreement. Please file this Partial Termination as a supplemental agreement to STB Recordation No. 21797-A.

Yours truly,



Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (3)

PARTIAL TERMINATION OF MASTER LEASE AGREEMENT

THIS PARTIAL TERMINATION OF MASTER LEASE AGREEMENT ("Partial Termination") is dated as of December 4, 2006 and executed by **HELM-PACIFIC LEASING**, a Nebraska general partnership ("**Lessor**").

1. Recitals.

(a) Lessor entered into the Master Full Maintenance Lease Agreement dated as of September 2, 1997 ("**Master Lease**") and Schedule No. 1 dated as of September 2, 1997 ("**Schedule No. 1**") with **Union Pacific Railroad Company**, a Delaware corporation, with respect to the ninety-eight (98) railcars as described in Schedule A attached hereto ("**Units**"). With respect thereto, a Memorandum of Schedule No. 1 dated as of September 2, 1997, was filed with the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation No. **21797-A** on November 20, 1998 at 10:28 AM.

(b) Lessor desires to execute this Partial Termination to evidence for the public record the termination of the Schedule No. 1 and of all the rights and obligations of Lessee with respect to the Units under Schedule No. 1 and the Master Lease.

2. Termination. Lessor declares for the public record that the Schedule No. 1 to the Master Lease is formally terminated with respect to the Units.

IN WITNESS WHEREOF, Lessor, pursuant to due authority, has caused this Partial Termination to be signed in its name as of the date first above written.

HELM-PACIFIC LEASING

By: **Helm Pacific Corporation, a
General Partner**

RECORDATION NO. 21797-D FILED

FEB 08 '07 -11 08 AM

SURFACE TRANSPORTATION BOARD

By: Barbara W. Wilson
Name: Barbara W. Wilson
Title: Senior Vice President and CFO

By: **Union Pacific Venture Leasing,
Incorporated, a General Partner**

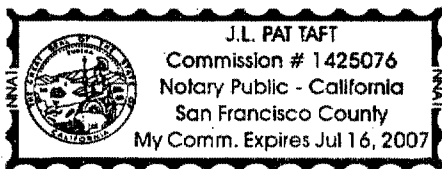
By: Ed J. Weber
Name: Edward J. Weber
Title: President

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On November 12th, 2006, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and CFO of **HELM PACIFIC CORPORATION**,

X personally known to me -OR-
_____ proved to me on the basis of satisfactory evidence

to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.



[Notarial Seal]

Witness my hand and official seal.

[Signature]
SIGNATURE OF THE NOTARY

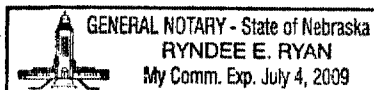
STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

On December 26th, 2006, before me, Ryndee E. Ryan personally appeared Edward J. Weber, President of **UNION PACIFIC VENTURE LEASING, INCORPORATED**,

X personally known to me -OR-
_____ proved to me on the basis of satisfactory evidence

to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



[Notarial Seal]

[Signature]
SIGNATURE OF THE NOTARY

SCHEDULE A

To the Termination of Lease dated as of December 4, 2006

The Units:

Description of Units: Ninety-eight (98) boxcars.

Reporting Mark and Numbers:

CHTT 7580000-758101